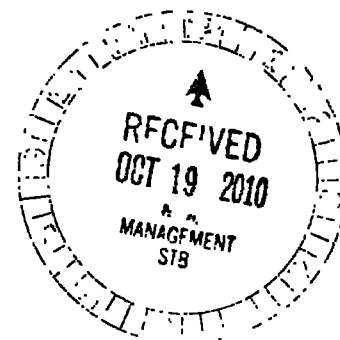


REGISTRATION NO. 29510 FILED

OCT 19 '10 -4 10 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

October 15, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

Re: **Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 1, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	The Western Sugar Cooperative
	One O'Hare Centre		7555 E Hampden Ave., #600
	6250 N River Road, Suite 5000		Denver, CO 80231
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for forty four (44) insulated tank cars, having FURX, AESX, AMPX and NATX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(WFSU002)

OCT 19 '10 -4 10 PM

ASSGN. NO.: WESU002

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1 day of September, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Western Sugar Cooperative ("Lessee"), a Colorado corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & Mktg.

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 17<sup>th</sup> day of September, 2010.

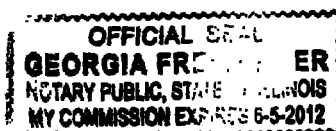
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of September, 2010.Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

LESSEE:

THE WESTERN SUGAR COOPERATIVE

ATTEST:

By: [Signature]  
Name: Michael R. Hofer  
Title: V.P. Agriculture

By: [Signature]  
Name: Michael C. Rodgers  
Title: VP + CEO

Executed on this 1 day of Sept, 2010.

[CORPORATE SEAL]

STATE OF Colorado  
COUNTY OF Denver

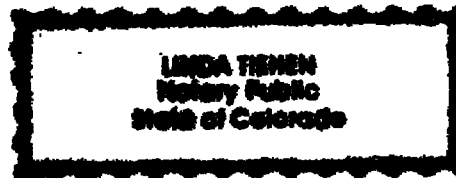
I, Linda Tiehen, a Notary Public of the County and State aforesaid, certify that Michael C. Rodgers personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 01 day of September, 2010.

[Signature]  
Notary Public

Commission Expires:

7-20-2011  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-four (44)

DESCRIPTION OF CARS: 17,000-18,000 gallon capacity, exterior-coiled, insulated tank cars  
(Car Type: T104).

CAR NUMBERS: Nine (9) FURX-marked cars

FURX	117516
FURX	117537
FURX	117540
FURX	117541
FURX	117542
FURX	117543
FURX	117553
FURX	117568
FURX	117570

Thirty-five AESX, AMPX, NATX-marked cars below to be remarked to FURX per conversion list:

<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW</u> <u>CARNUM</u>
AESX	008744	FURX	117502	NATX	017045	FURX	117554
AESX	008764	FURX	117503	NATX	017046	FURX	117555
AESX	008815	FURX	117505	NATX	017047	FURX	117556
AESX	008833	FURX	117509	AESX	008967	FURX	117569
AESX	008867	FURX	117510	NATX	016631	FURX	117594
AESX	008889	FURX	117511	NATX	016633	FURX	117595
NATX	016926	FURX	117514	NATX	016637	FURX	117596
AMPX	017577	FURX	117527	NATX	016639	FURX	117597
NATX	017016	FURX	117538	NATX	016640	FURX	117598
NATX	017020	FURX	117539	NATX	016647	FURX	117600
NATX	017029	FURX	117544	NATX	016653	FURX	117601
NATX	017033	FURX	117546	NATX	016656	FURX	117602
NATX	017035	FURX	117547	NATX	016663	FURX	117604
NATX	017036	FURX	117548	NATX	016664	FURX	117605
NATX	017038	FURX	117549	NATX	016902	FURX	117606
NATX	017039	FURX	117550	NATX	016904	FURX	117607
NATX	017040	FURX	117551	NATX	017221	FURX	117608
NATX	017042	FURX	117552				